

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FLORIDA LIMITED PARTNERSHIP

W/B Sunrise, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
W/B SUNRISE, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of W/B SUNRISE, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
W/B Sunrise, Ltd.
2. The office and principal place of business for the Partnership currently is:
2665 South Bayshore Drive, Suite 1002
Miami, Florida 33133
3. The name and address of the agent for service of process on the Partnership are:
Richard E. Schatz
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the sole General Partner of the Partnership are:
W/B Sunrise Corp.
2665 South Bayshore Drive, Suite 1002
Miami, Florida 33133
5. The mailing address of the Partnership is:
2665 South Bayshore Drive, Suite 1002
Miami, Florida 33133
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

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P-100405

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner of the Partnership, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: October 26, 2000


W/B SUNRISE CORP., as sole General Partner

By: 
Warren P. Weiser, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Richard E. Schatz, hereby accept my appointment as registered agent for W/B Sunrise, Ltd., a Florida limited partnership and state that I am familiar with and accept the obligations provided for in Florida Statutes Section 607.0501.

DATED: October 26, 2000

By: 
Richard E. Schatz, Resident Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

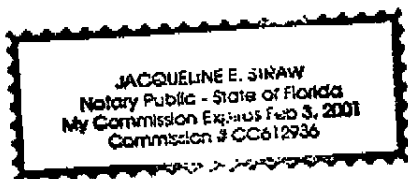
BEFORE ME, the undersigned authority, personally appeared Warren P. Weiser, as President of W/B Sunrise Corp., a Florida corporation, as sole General Partner of W/B Sunrise, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.00.
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

W/B SUNRISE CORP., as sole General
Partner

By: *Warren P. Weiser*
Warren P. Weiser, President

The foregoing instrument was acknowledged before me this 14 day of October, 2000, by Warren P. Weiser, as President of W/B Sunrise Corp., a Florida corporation, as sole General Partner of W/B Sunrise, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.



JACQUELINE STRAW
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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